

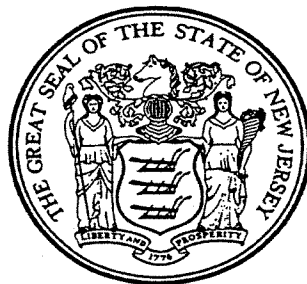
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QUARTERLY REPORT

**LICENSEE ADAMAR OF NEW JERSEY, INC. D/B/A
TROPICANA CASINO AND RESORT**

FOR THE QUARTER ENDED MARCH 31, 2005

**TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY**



BALANCE SHEETS

AS OF MARCH 31, 2005 AND 2004

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2005 (c)	2004 (d)
	ASSETS		
	Current Assets:		
1	Cash and Cash Equivalents.....	\$ 25,318	\$ 20,230
2	Short-Term Investments.....	0	0
	Receivables and Patrons' Checks (Net of Allowance for		
3	Doubtful Accounts - 2005, \$16,408 ; 2004, \$11,945)..... (Note 6).....	20,024	20,298
4	Inventories.....	4,413	3,509
5	Prepaid Expenses and Other Current Assets.....	9,351	10,882
6	Total Current Assets.....	59,106	54,919
7	Investments, Advances, and Receivables..... (Note 4,5).....	25,015	20,947
8	Property and Equipment - Gross..... (Note 2).....	1,092,107	964,596
9	Less: Accumulated Depreciation and Amortization..... (Note 2).....	(286,325)	(266,031)
10	Property and Equipment - Net..... (Note 2).....	805,782	698,565
11	Other Assets.....	68,124	26,086
12	Total Assets.....	\$ 958,027	\$ 800,517
	LIABILITIES AND EQUITY		
	Current Liabilities:		
13	Accounts Payable.....	\$ 26,725	\$ 11,761
14	Notes Payable.....	0	0
	Current Portion of Long-Term Debt:		
15	Due to Affiliates.....	0	0
16	Other..... (Note 3).....	15	136
17	Income Taxes Payable and Accrued.....	0	0
18	Other Accrued Expenses.....	27,497	23,687
19	Other Current Liabilities.....	6,217	14,235
20	Total Current Liabilities.....	60,454	49,819
	Long-Term Debt:		
21	Due to Affiliates..... (Note 3,5).....	447,000	447,000
22	Other..... (Note 3).....	10	30
23	Deferred Credits.....	0	0
24	Other Liabilities..... (Note 5).....	359,730	169,523
25	Commitments and Contingencies..... (Note 4).....	0	0
26	Total Liabilities.....	867,194	666,372
27	Stockholder's, Partners', or Proprietor's Equity.....	90,833	134,145
28	Total Liabilities and Equity.....	\$ 958,027	\$ 800,517

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2005 (c)	2004 (d)
	Revenue:		
1	Casino.....	\$ 97,314	\$ 87,319
2	Rooms.....	12,991	9,870
3	Food and Beverage.....	13,597	11,451
4	Other.....	5,144	3,203
5	Total Revenue.....	129,046	111,843
6	Less: Promotional Allowances.....	22,718	20,521
7	Net Revenue.....	106,328	91,322
	Costs and Expenses:		
8	Cost of Goods and Services..... (Note 5).....	67,229	55,766
9	Selling, General, and Administrative..... (Note 5).....	19,652	13,984
10	Provision for Doubtful Accounts.....	345	199
11	Total Costs and Expenses.....	87,226	69,949
12	Gross Operating Profit.....	19,102	21,373
13	Depreciation and Amortization.....	10,344	7,538
	Charges from Affiliates Other than Interest:		
14	Management Fees..... (Note 5).....	9,900	9,600
15	Other.....	0	0
16	Income (Loss) from Operations.....	(1,142)	4,235
	Other Income (Expenses):		
17	Interest (Expense) - Affiliates..... (Note 3).....	(13,410)	(13,410)
18	Interest (Expense) - External..... (Note 3).....	(3)	2,867
19	Investment Alternative Tax and Related Income (Expense) - Net...(Note 4).....	(276)	(187)
20	Nonoperating Income (Expense) - Net..... (Note 6).....	134	2,224
21	Total Other Income (Expenses).....	(13,555)	(8,506)
22	Income (Loss) Before Income Taxes and Extraordinary Items.....	(14,697)	(4,271)
23	Provision (Credit) for Income Taxes.....	11,293	(6,695)
24	Income (Loss) Before Extraordinary Items.....	(25,990)	2,424
25	Extraordinary Items (Net of Income Taxes - 2004, \$0 ; 2003, \$0)	0	0
26	Net Income (Loss).....	\$ (25,990)	\$ 2,424

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADE NAME OF LICENSEE

TROPICANA CASINO AND RESORT

STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004 AND THE THREE MONTHS ENDED MARCH 31, 2005

(UNAUDITED)
(\$ IN THOUSAND)

Line (a)	Description (b)	Common Stock		Preferred Stock		Additional Paid-In Capital (g)	(h)	Retained Earnings (Accumulated) (Deficit) (i)	Total Stockholders' Equity (Deficit) (j)
		Shares (c)	Amount (d)	Shares (e)	Amount (f)				
10	Balance, December 31, 2003	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	\$ 4,649	\$ 131,721
11	Net Income (Loss) - 2004							(14,898)	(14,898)
12	Contribution to Paid-in -Capital								
13	Dividends								
14	Prior Period Adjustments								
6									
7									
8									
9									
19	Balance, December 31, 2004	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	\$ (10,249)	\$ 116,823
11	Net Income (Loss) - 2005							(25,990)	(25,990)
12	Contribution to Paid-in -Capital								
13	Dividends								
14	Prior Period Adjustments								
15									
16									
17									
18									
19	Balance, March 31, 2005	100	\$ 1	0	\$ 0	\$ 127,071	\$ 0	\$ (36,239)	\$ 90,833

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE

TROPICANA CASINO AND RESORT

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2005 (c)	2004 (d)
1	NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES.....	\$ 36,252	\$ 7,643
	CASH FLOWS FROM INVESTING ACTIVITIES:		
2	Purchase of Short-Term Investment Securities.....		
3	Proceeds from the Sale of Short-Term Investment Securities.....		
4	Cash Outflows for Property and Equipment.....	(32,896)	(20,940)
5	Proceeds from Disposition of Property and Equipment.....	21	0
6	Purchase of Casino Reinvestment Obligations.....	(1,907)	(1,101)
7	Purchase of Other Investments and Loans/Advances made.....		
8	Proceeds from Disposal of Investments and Collection of Advances and Long-Term Receivables.....	258	1,393
9	Cash Outflows to Acquire Business Entities.....		
10			
11			
12	Net Cash Provided (Used) By Investing Activities.....	(34,524)	(20,648)
	CASH FLOWS FROM FINANCING ACTIVITIES:		
13	Cash Proceeds from Issuance of Short-Term Debt.....		
14	Payments to Settle Short-Term Debt.....		
15	Cash Proceeds from Issuance of Long-Term Debt.....		
16	Costs of Issuing Debt.....		
17	Payments to Settle Long-Term Debt.....	(32)	(34)
18	Cash Proceeds from Issuing Stock or Capital Contributions.....		
19	Purchases of Treasury Stock.....		
20	Payments of Dividends or Capital Withdrawals.....		
21			
22			
23	Net Cash Provided (Used) By Financing Activities.....	(32)	(34)
24	Net Increase (Decrease) in Cash and Cash Equivalents.....	1,696	(13,039)
25	Cash and Cash Equivalents at Beginning of Period.....	23,622	33,269
26	Cash and Cash Equivalents at End of Period.....	\$ 25,318	\$ 20,230
	CASH PAID DURING PERIOD FOR:		
27	Interest (Net of Amount Capitalized).....	\$ (13,414)	\$ (10,543)
28	Income Taxes.....	\$	\$

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE TROPICANA CASINO AND RESORT

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004

(UNAUDITED)
(\$ IN THOUSANDS)

LINE (a)	DESCRIP (f)	2005 (c)	2004 (d)
	NET CASH FLOWS FROM OPERATING ACTIVITIES:		
29	Net Income (Loss).....	\$ (25,990)	\$ 2,424
	Noncash Items Included in Income and Cash Items Excluded from Income:		
30	Depreciation and Amortization of Property and Equipment.....	10,344	7,538
31	Amortization of Other Assets.....	0	0
32	Amortization of Debt Discount or Premium.....	0	0
33	Deferred Income Taxes - Current.....	(2,826)	0
34	Deferred Income Taxes - Noncurrent.....	(3,452)	1,172
35	(Gain) Loss on Disposition of Property and Equipment.....	243	177
36	(Gain) Loss on Casino Reinvestment Obligations.....	251	158
37	(Gain) Loss from Other Investment Activities.....		
	Net (Increase) Decrease in Receivables and Patrons' Checks.....	(1,938)	(6,177)
38			
39	Net (Increase) Decrease in Inventories.....	11	(196)
40	Net (Increase) Decrease in Other Current Assets.....	5,933	(582)
41	Net (Increase) Decrease in Other Assets.....	(3,472)	(968)
42	Net Increase (Decrease) in Accounts Payable.....	3,008	2,043
	Net Increase (Decrease) in Other Current Liabilities Excluding Debt.....	(996)	1,233
43			
	Net Increase (Decrease) in Other Noncurrent Liabilities Excluding Debt.....	55,136	821
44			
45	Extraordinary items (net of tax).....		
47	Net Cash Provided (Used) By Operating Activities.....	\$ 36,252	\$ 7,643

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	ACQUISITION OF PROPERTY AND EQUIPMENT:		
48	Additions to Property and Equipment.....	\$ (32,896)	\$ (20,940)
49	Less: Capital Lease Obligations Incurred.....	0	0
50	Cash Outflows for Property and Equipment.....	\$ (32,896)	\$ (20,940)
	ACQUISITION OF BUSINESS ENTITIES:		
51	Property and Equipment Acquired.....	\$ 0	\$ 0
52	Goodwill Acquired.....	0	0
	Net Assets Acquired Other than Cash, Goodwill, and		
53	Property and Equipment.....	0	0
54	Long-Term Debt Assumed.....	0	0
55	Issuance of Stock or Capital Invested.....	0	0
56	Cash Outflows to Acquire Business Entities.....	\$ 0	\$ 0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:		
57	Total Issuances of Stock or Capital Contributions.....	\$ 0	\$ 0
58	Less: Issuances to Settle Long-Term Debt.....	0	0
59	Consideration in Acquisition of Business Entities.....	0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions.....	\$ 0	\$ 0

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

TRADING NAME OF LICENSEE

TROPICANA CASINO AND RESORT

SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

(\$ IN THOUSANDS)

FOR THE THREE MONTHS ENDED MARCH 31, 2005

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	84,255	\$ 6,538	0	\$ 0
2	Food	619,102	6,067	55,283	542
3	Beverage	2,484,279	2,971	0	0
4	Travel	0	0	3,437	1,203
5	Bus Program Cash	127,276	2,207	0	0
6	Other Cash Complimentaries	223,323	4,154	0	0
7	Entertainment	86,150	172	7,288	146
8	Retail & Non-Cash Gifts	0	0	186,004	1,777
9	Parking	0	0	0	0
10	Other	239,660	609	68,457	176
11	Total	3,864,045	\$ 22,718	320,469	\$ 3,844

** There are no complimentary services or items in Line 10 "other" which exceeds 5% of that column's total.

ADAMAR OF NEW JERSEY, INC.
DBA TROPICANA CASINO AND RESORT
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004

NOTE 1. DISCLOSURES NOT PRESENTED AND RECENT ACCOUNTING PRONOUNCEMENTS

Certain footnotes have not been presented in these Notes to Consolidated Financial Statements. These footnotes would be a duplicate of items contained in the Casino Control Commission Annual Report for the year ended December 31, 2004.

The specific footnotes not presented are the Summary of Significant Accounting Policies and Lease Obligations. The footnotes contained in the December 31, 2004 Annual Report should be read in conjunction with these financial statements.

NOTE 2. PROPERTY AND EQUIPMENT

At March 31, 2005 and 2004, the components of Property and Equipment consisted of:

	<u>2005</u>	<u>2004</u>
Land and land improvements	\$ 49,974,000	\$ 49,974,000
Building and improvements	872,941,000	583,773,000
Furniture, fixtures and equipment	161,440,000	148,633,000
Leased personal property	2,111,000	2,111,000
Construction in progress	<u>5,641,000</u>	<u>180,105,000</u>
Total property and equipment-gross	1,092,107,000	964,596,000
Less: accumulated depreciation and amortization	<u>(286,325,000)</u>	<u>(266,031,000)</u>
Total property and equipment	<u>\$ 805,782,000</u>	<u>\$ 698,565,000</u>

NOTE 3. LONG-TERM DEBT

At March 31, 2005 and 2004, Long-Term Debt consisted of:

	<u>2005</u>	<u>2004</u>
Notes Payable - Aztar Corporation; 12.0% due 2014	<u>\$ 447,000,000</u>	<u>\$ 447,000,000</u>
Long-term debt due to affiliates	447,000,000	447,000,000
Obligations under capital leases	<u>25,000</u>	<u>166,000</u>
Total affiliates and other	447,025,000	447,166,000
Less: current portion	<u>(15,000)</u>	<u>(136,000)</u>
Total long-term debt	<u>\$ 447,010,000</u>	<u>\$ 447,030,000</u>

Licensing

On November 26, 1982, the Company was granted a plenary gaming license by the New Jersey Casino Control Commission, referred to as the "CCC". The license is renewable every four years. In November 2003, the license was renewed for a period of four years, effective through November 30, 2007, subject to the condition that the Company and Aztar provide the CCC and the New Jersey Division of Gaming Enforcement with revised financial forecasts for the first two years of the license term by February 10, 2004. The revised financial forecasts were required to supplement previously filed financial forecasts to reflect a revised projected opening date for the expansion which was delayed as a result of an accident which occurred on October 30, 2003 at the site of the construction of the parking-garage component of the expansion (see "Note 6: Accounting for the Impact of the October 30, 2003 Construction Accident"). The revised financial forecasts were submitted in accordance with the license condition and on April 30, 2004, the Division of Gaming Enforcement issued a report which indicates the Company and Aztar have complied with the condition imposed and that both continue to demonstrate the requisite financial stability, integrity and responsibility.

The Company is a party to various claims, legal actions and complaints arising in the ordinary course of business or asserted by way of defense or counter-claim in actions filed by the Company. Management believes that its defenses are substantial in each of these matters, and the Company's legal posture can be successfully defended or satisfactorily settled without material adverse effect on its consolidated financial position, results of operations or cash flows.

The CCC imposes an annual tax of eight percent on gross casino revenue. Pursuant to legislation adopted in 1984, casino licensees are required to invest an additional one and one-quarter percent of gross casino revenue for the purchase of bonds to be issued by the Casino Reinvestment Development Authority ("CRDA") or make other approved investments equal to that amount; in the event the investment requirement is not met, the casino licensee is subject to a tax of two and one-half percent on gross casino revenue. As mandated by the legislation, the interest rate of the CRDA bonds purchased by the licensee will be two-thirds of the average market rate for bonds available for purchase and published by a national bond index at the time of the CRDA bond issuance. The Company's reinvestment obligation for 2005 and 2004, respectively, was \$1,230,000 and \$1,101,000 for the purchase of CRDA bonds. In 2005 and 2004, the Company recorded a loss provision of \$251,000 and \$158,000 respectively. The loss provision is to recognize the effect of the below market interest rate using the interest rate in effect at March 31, 2005.

NOTE 5.

RELATED PARTIES

Transactions with affiliates consist of expenditures by affiliates on the Company's behalf including purchases of assets, facility rental, and administrative expenses or cash advances to affiliates or other receivables from affiliates. The Company has many significant transactions with Aztar. Since payment is not required to be made currently, the net of these transactions is classified as long-term.

Aztar performs various corporate services for the Company. For the period ended March 31, 2005 and 2004, Aztar charged the Company a management fee of \$9,900,000 and \$9,600,000, respectively.

Due to affiliates is reflected in Other Liabilities. The identity of the affiliate and corresponding balances at March 31, 2005 and 2004 are:

	<u>2005</u>	<u>2004</u>
Due to Aztar Corporation	\$354,445,000	\$148,304,000
Due to Ramada New Jersey, Inc.	369,000	294,000
Due to Adamar Garage Corporation	2,531,000	18,439,000
Due to Atlantic Deauville, Inc.	340,000	270,000
Due to Tropicana West	<u>81,000</u>	<u>0</u>
	<u>\$357,766,000</u>	<u>\$167,307,000</u>

Advances to affiliates are reflected in Investments, Advances and Receivables. The identity of the affiliate and corresponding balances at March 31, 2005 and 2004 are:

	<u>2005</u>	<u>2004</u>
Advances to Tropicana West	\$ 0	\$ 1,810,000

Notes payable to related parties are included in Long-term debt to affiliates (See Note 3). The identity of the affiliate and corresponding balances at March 31, 2005 and 2004 are:

<u>PAYEE</u>	<u>2005</u>	<u>2004</u>
Aztar Corporation	\$ 447,000,000	\$ 447,000,000

For the three months ended March 31, 2005 and 2004 the Company incurred charges from affiliates which are indicated in the accompanying Statements of Income as Cost of Goods and Services and Selling, General, and Administrative. The nature of the charges and dollar amounts are as follows:

	<u>2005</u>	<u>2004</u>
<u>COST OF GOODS AND SERVICES</u>		
Executive deferred compensation plan	\$ 0	\$ 1,000
Property insurance	<u>738,000</u>	<u>614,000</u>
	<u>738,000</u>	<u>615,000</u>
<u>SELLING, GENERAL AND ADMINISTRATIVE</u>		
Insurance	135,000	168,000
Executive deferred compensation plan	4,000	5,000
Claims	0	4,000
Professional services	<u>4,000</u>	<u>4,000</u>
	<u>143,000</u>	<u>181,000</u>
Total	<u>\$ 881,000</u>	<u>\$ 796,000</u>

NOTE 6: ACCOUNTING FOR THE IMPACT OF THE OCTOBER 30, 2003 CONSTRUCTION ACCIDENT

An accident occurred on the site of the construction of the parking-garage component of the expansion project on October 30, 2003. The accident resulted in loss of life and serious injuries, as well as extensive damage to the facilities under construction. Construction on the expansion project was substantially completed by December 31, 2004. The expansion includes 502 additional hotel rooms, 20,000 square feet of meeting space, 2,400 parking spaces, and "The Quarter at Tropicana", a 200,000-square-foot dining, entertainment and retail center.

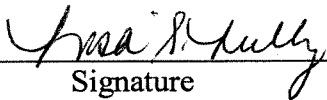
During the first quarter of 2005, the Company incurred \$409,000 of construction accident related costs and expenses that may not be reimbursed by insurance. These costs and expenses primarily consist of professional fees incurred as a result of the accident.

During the first quarter of 2005, the Company recorded \$225,000 of insurance recovery due to the delay of the opening of the expansion, which represents a portion of the anticipated profit that the Company would have recognized had the expansion opened as originally projected as well as some reimbursement for costs incurred as a result of the delay. This insurance recovery was classified as a component of Non-operating Income (Expense) in the Statements of Income. Insurance claims for business interruption that occurred from the date of the accident through December 31, 2004 have been filed with the Company's insurers in the amount of approximately \$31,800,000, of which \$3,500,000 has been received by the Company. The Company also anticipates filing claims for business interruption for the first quarter of 2005. In addition, the Company has filed insurance claims for lost profits and additional costs as a result of the delay in the opening of the expansion. The total of these claims is approximately \$65,600,000, of which approximately \$8,900,000 has been received by the Company. Profit recovery from business interruption insurance is recorded when the amount of recovery, which may be different from the amount claimed, is agreed to by the insurers. The Company has also filed insurance claims of approximately \$9,100,000 for other costs it has incurred that are related to the construction accident, of which \$1,500,000 has been received by the Company. These other costs are primarily supplemental marketing costs and approximately \$1,600,000 was included in the Balance Sheet as part of Receivables and Patron's Checks at March 31, 2005.

In order to ensure that the construction proceed expeditiously and in order to settle certain disputes, the Company and the general contractor entered into a settlement agreement on October 6, 2004 that delineates how the Company and its contractor will share the cost of and the insurance proceeds received for the dismantlement, debris removal, and rebuild. During the 2005 first quarter, the Company recorded \$1,573,000 of insurance recovery associated with the rebuild, net of direct costs to obtain the recovery. This net recovery was classified as a component of Non-operating Income(Expense) in the Statements of Income. The insurance recovery amount of \$1,800,000 was included in the Balance Sheet as part of Receivables and Patron's Checks at March 31, 2005. A receivable of \$1,625,000 was recorded during 2004 for the dismantlement and debris removal activities and it was also included in the Balance Sheet as part of Receivables and Patron's Checks at March 31, 2005. In addition, at March 31, 2005, the Company's share of claims outstanding for dismantlement, debris removal and rebuild was approximately \$40,000,000.

STATEMENT OF CONFORMITY, ACCURACY AND COMPLIANCE

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.


Signature

Assistant Vice President,
Finance

005939-11
License Number

On Behalf of:

Tropicana Casino and Resort
Casino Licensee